

EXHIBIT E

Hearing Date and Time: February 26, 2008, 10:00 a.m.
Objection Deadline: February 19, 2007, 4:00 p.m.

CANTOR COLBURN LLP
Daniel E. Bruso (DB5232)
55 Griffin Road South
Bloomfield, CT 06002
(860) 286-2929 (Telephone)
(860) 286-0115 (Facsimile)

Patent Counsel to Delphi Corporation *et al.*
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**PROPOSED
ORDER ALLOWING THE
SIXTH INTERIM APPLICATION OF CANTOR COLBURN LLP FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES PURSUANT TO 11 U.S.C. §§ 330, 331**

At New York, in said District, on this _____ day of _____, 2008:

This matter having come before the Court on the SIXTH INTERIM APPLICATION OF
CANTOR COLBURN LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES PURSUANT TO 11 U.S.C. §§ 330,

331 (the "Application"), and after notice and hearing on the Application on February 26, 2008, it appearing that Cantor Colburn LLP is entitled to compensation for services rendered and reimbursement of expenses pursuant to 11 U.S.C. §§ 330, 331, and this Court having considered and overruled all objections to the Application,

IT IS HEREBY ORDERED THAT:

- a. Cantor Colburn's Sixth Interim Application For Allowance Of Compensation For Services Rendered And Reimbursement Of Expenses Pursuant To 11 U.S.C. §§ 330, 331 in the total amount of Two Hundred Twenty-One Thousand Nine Hundred Thirteen and 43/100 Dollars (\$221,913.43), comprising compensation for professional services rendered in the amount of One Hundred Sixty Thousand, Six Hundred Ninety-Eight and 00/100 Dollars (\$160,698.00) and reimbursement of actual, reasonable and necessary expenses in the amount of Sixty-One Thousand Two Hundred Fifteen and 43/100 Dollars (\$61,215.43), for services rendered and expenses incurred during the period of June 1, 2007, through and including September 30, 2007 (the "Sixth Fee Period") is hereby APPROVED;
- b. The Debtor's payment to Cantor Colburn of One Hundred Twenty-Eight Thousand, Five Hundred Fifty-Eight and 40/100 Dollars (\$128,558.40), representing eighty percent (80%) of the professional fees (\$160,698.00) and Sixty-One Thousand Two Hundred Fifteen and 43/100 Dollars (\$61,215.43), representing one hundred percent (100%) of the expenses incurred during the Sixth Fee Period, all pursuant to the Interim Compensation Order, is hereby APPROVED; and

- c. Debtors are hereby AUTHORIZED to pay to Cantor Colburn Thirty-Two
Thousand, One Hundred Thirty-Nine Thousand and 60/100 Dollars (\$32,139.60),
representing the twenty percent (20%) holdback on professional fees during the
Sixth Fee Period.

ENTERED AS AN ORDER OF THIS COURT ON THE _____ DAY OF ____
_____, 2008.

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE